



Statement of Account

in US Dollars

REMEDIIUM GROUP INC
W R GRACE & CO
MARY BOUCHARD
62 WHITMORE AVENUE
CAMBRIDGE MA 02140

Account No: 601-831985
Statement Start Date: 30 JUN 2001
Statement End Date: 31 JUL 2001
Statement Code: 000-USA-12
Statement No: 007 131

Page 1 of 3

TRANSACTIONS			BALANCES			ENCLOSURES		
Total Credits	20	281,139.18	Opening (30 JUN 2001)		Closing (31 JUL 2001)	Credits	0	
Total Debits (incl. checks)	72	281,139.18	Ledger	.00	Ledger	Debits	0	
Total Checks Paid	72	281,139.18				Checks	0	

Ledger Date	Adj Ledger Date	Value Date	F	T	References	Debit	Credit / Balance	Description
30 JUN 02JUL		USD	OUR: 0107021985WC			**** Balance ****	0.00 200.00	OPENING LEDGER BALANCE CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE PACKAGE LISTING CLOSING LEDGER BALANCE
02JUL 02JUL 03JUL		USD	OUR: 0211001047PP			200.00 **** Balance ****	24,292.72	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE PACKAGE LISTING CLOSING LEDGER BALANCE
03JUL 03JUL 05JUL		USD	OUR: 0311001011PP			24,292.72 **** Balance ****	35.29	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE PACKAGE LISTING CLOSING LEDGER BALANCE
05JUL 05JUL 06JUL		USD	OUR: 0511001014PP			35.29 **** Balance ****	60.00	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE PACKAGE LISTING CLOSING LEDGER BALANCE
06JUL 06JUL 09JUL		USD	OUR: 0611001020PP			60.00 **** Balance ****	4,124.70	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE PACKAGE LISTING CLOSING LEDGER BALANCE
09JUL 09JUL		USD	OUR: 0911001026PP			4,124.70 **** Balance ****		CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE PACKAGE LISTING CLOSING LEDGER BALANCE
FT CODE:		USD - SAME DAY FUNDS USDN - NEXT DAY FUNDS	US1 - ONE DAY FLOAT US2 - TWO DAY FLOAT			US3 - THREE DAY FLOAT US4 - FOUR DAY FLOAT	US5 - FIVE DAY FLOAT USM - MIXED FLOAT	

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Ledger Date	Ref Ledger Date	Value Date	F	Y	Reference	Debit	Credit Balance	Description
10JUL			USD		OUR: 0107101985WC		8,776.21	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
10JUL			USD		OUR: 1011000989PP	8,776.21 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
10JUL			USD		OUR: 0107111985WC		12,540.94	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
11JUL			USD		OUR: 1111001019PP	12,540.94 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
11JUL			USD		OUR: 0107121985WC		8,095.23	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
12JUL			USD		OUR: 1211000983PP	8,095.23 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
12JUL			USD		OUR: 0107131985WC		17,926.43	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
13JUL			USD		OUR: 1311000980PP	17,926.43 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
16JUL			USD		OUR: 0107161985WC		6,434.10	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
16JUL			USD		OUR: 1611001020PP	6,434.10 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
17JUL			USD		OUR: 0107171985WC		273.88	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
17JUL			USD		OUR: 1711001008PP	273.88 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
19JUL			USD		OUR: 0107191985WC		45,181.96	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
19JUL			USD		OUR: 1911001025PP	45,181.96 **** Balance ****		PACKAGE LISTING CLOSING LEDGER BALANCE
20JUL			USD		OUR: 0107201985WC		2,546.39	CDS FUNDING MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE



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62 WHITMORE AVENUE
CAMBRIDGE MA 02140

Account No: 601-831985
Statement Start Date: 30 JUN 2001
Statement End Date: 31 JUL 2001
Statement Code: 000-USA-12
Statement No: 007 131

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Entry Date	Entry Type	Value	Reference	Debit	Credit	Balance	Description
20JUL	USD	OUR: 2011000985PP		2,546.39			PACKAGE LISTING
20JUL	USD	OUR: 0107231985WC		**** Balance ****		80,494.80	CLOSING LEDGER BALANCE
23JUL	USD	OUR: 2311001044PP		80,494.80			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
24JUL	USD	OUR: 0107241985WC		**** Balance ****		168.11	PACKAGE LISTING CLOSING LEDGER BALANCE
24JUL	USD	OUR: 2411000989PP		168.11			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
24JUL	USD	OUR: 0107251985WC		**** Balance ****		163.97	PACKAGE LISTING CLOSING LEDGER BALANCE
25JUL	USD	OUR: 2511001014PP		163.97			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
26JUL	USD	OUR: 0107261985WC		**** Balance ****		500.00	PACKAGE LISTING CLOSING LEDGER BALANCE
26JUL	USD	OUR: 2611000976PP		500.00			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
27JUL	USD	OUR: 0107271985WC		**** Balance ****		1,259.21	PACKAGE LISTING CLOSING LEDGER BALANCE
27JUL	USD	OUR: 2711000971PP		1,259.21			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
30JUL	USD	OUR: 0107301985WC		**** Balance ****		20,912.49	PACKAGE LISTING CLOSING LEDGER BALANCE
30JUL	USD	OUR: 3011001024PP		20,912.49			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
31JUL	USD	OUR: 0107311985WC		**** Balance ****		47,152.75	PACKAGE LISTING CLOSING LEDGER BALANCE
31JUL	USD	OUR: 3111000993PP		47,152.75			MONEY TRANSFER CREDIT RECEIVED FROM YOUR CMBNY ACCOUNT PER STANDING INSTRUCTIONS ON FILE
31JUL	USD	OUR: 0107311985WC		**** Balance ****		.00	PACKAGE LISTING CLOSING LEDGER BALANCE



Statement of Account

REMEDIIUM GROUP INC
ATTN: MARY BOUCHARD
62 WHITTEMORE AVENUE
CAMBRIDGE MA 02140

Account No: 323-883842
Statement Start Date: 30 JUN 2001
Statement End Date: 31 JUL 2001
Statement Code: 000-USA-22
Statement No: 007

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TRANSACTIONS			BALANCES		ENCLOSURES
Total Credits	2	115,548.91	Opening (30 JUN 2001)	Closing (31 JUL 2001)	Credits 0
Total Debits (incl. checks)	2	115,548.91	Ledger	.00	Debits 0
Total Checks Paid	0	0.00			Checks 0

Ledger Date	Adj Ledger Date	Value Date	F	T	References	Credit / Debit	Description	Closing Balances Date	Amount
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CREDITS									
03JUL		05JUL	US1	DEP	REF #	510	7,343.63	UN-ENCODED DEPOSIT	LEDGER BALANCES 0.00
									03JUL 0.00
13JUL		*	USM	DEP	REF #	530	108,205.28	DEPOSIT REFERENCE NUMBER 0000000510	13JUL 0.00
								DEPOSIT REFERENCE NUMBER 0000000530	
								*VALUE DATE: 07/16	
								07/17 6	

DEBITS									
03JUL			USD	OUR:	0013350114XF		7,343.63	AUTOMATIC DOLLAR/FLOAT TRANSFER	
								TO ACCOUNT 000323881963	
13JUL			USD	OUR:	0014110114XF		108,205.28	AUTOMATIC DOLLAR/FLOAT TRANSFER	
								TO ACCOUNT 000323881963	

CHECKS									
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No Activity

FT CODE:	USD - SAME DAY FUNDS	US1 - ONE DAY FLOAT	US3 - THREE DAY FLOAT	US5 - FIVE DAY FLOAT
	USN - NEXT DAY FUNDS	US2 - TWO DAY FLOAT	US4 - FOUR DAY FLOAT	USM - MIXED FLOAT

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DAREX PR

0/300153/011

AS OF: 27 JUL 01

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4704

DAREX PUERTO RICO INC
C/O W.R. GRACE & CO.
ATTN: PAUL MILLIKEN
62 WHITTEMORE AVE
CAMBRIDGE, MA

02140

REGULAR STATEMENT

405493

SUMMARY OF BALANCE - CITIBANK PUERTO RICO

OPENING BALANCE AS OF 28 JUN 01 2,056,160.13

44 DEBITS 132,177.28

42 CHECKS 128,715.73

2 NON-CHECKS 3,461.55

11 CREDITS 568,631.51

11 DEPOSITS 568,631.51

0 NON-DEPOSITS 0.00

CLOSING LEDGER AS OF 27 JUL 01 2,492,614.36

128,715.73
11,581.12
117,134.61

DEPOSIT LIST

DEPOSIT-NO	DATE	AMOUNT	DEPOSIT-NO	DATE	AMOUNT
	07/02	15,475.82✓		07/02	40,922.38✓
	07/05	56,389.89✓		07/11	133,673.64✓
	07/17	12,725.94✓		07/17	22,186.30✓
	07/18	19,287.00✓		07/23	140,860.96✓
	07/24	15,185.82✓		07/26	9,925.23✓
	07/26	101,998.53✓			

CHECK LIST

SERIAL-NUM	DATE	AMOUNT	SERIAL-NUM	DATE	AMOUNT
15087	07/02	39.51	15107	07/02	11,854.63
15108	07/02	4,680.00	15109	07/02	3,706.29
15110	07/02	45,969.30	15111	07/03	318.13
15112	07/09	151.20	15113	07/03	1,006.43
15114	07/06	51.00	15115	07/10	3,000.00
15116	06/29	1,125.00	15117	07/03	753.88
15118	07/05	18.79	15119	07/06	40.00



DAREX PR

0/300153/011

AS OF: 27 JUL 01

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CHECK LIST

SERIAL-NUM	DATE	AMOUNT	SERIAL-NUM	DATE	AMOUNT
15120	07/23	726.78	15121	07/02	573.99
15122	07/02	99.56	15123	07/18	42.42
15124	07/03	700.00	15125	07/19	100.00
15126	07/02	386.00	15134	07/10	9,551.10
15138	07/26	73.78	15139	07/26	11,958.82
15140	07/26	4,302.00	15141	07/27	2,703.00
15146	07/27	700.00	15147	07/27	7,610.00
15150	07/25	68.00	15151	07/26	344.00
15154	07/24	806.00	15155	07/25	3,675.00
101137	07/05	1,681.48	101144	06/29	822.51
101145	06/29	1,681.48	101146	06/28	956.74
101147	07/03	1,059.93	101148	07/16	822.50
101149	07/25	1,681.48	101150	07/18	956.73
101151	07/18	1,059.93	101152	07/27	858.34

DESCRIPTIVE ITEMS

DATE	TRANSACTION DESCRIPTION	SERIAL-NO	DEBITS	CREDITS	BALANCE
06/28	OPENING BALANCE				2,056,160.13
06/28	TOTAL CHECKS PAID		956.74		2,055,203.39
06/29	TOTAL CHECKS PAID		3,628.99		2,051,574.40
07/02	TOTAL CHECKS PAID		67,309.28		
07/02	TOTAL DEPOSITS			56,398.20	2,040,663.32
07/03	TOTAL CHECKS PAID		3,838.37		2,036,824.95
07/05	TOTAL CHECKS PAID		1,700.27		
07/05	TOTAL DEPOSITS			56,389.89	2,091,514.57
07/06	TOTAL CHECKS PAID		91.00		2,091,423.57
07/09	TOTAL CHECKS PAID		151.20		2,091,272.37
07/10	TOTAL CHECKS PAID		12,551.10		2,078,721.27
07/11	NAME: BNF CTS		1,693.68		
	ENTRY DESC: PR TAXES				
	INDIVIDUAL ID: C3953-009334688				
07/11	TOTAL DEPOSITS			133,673.64	2,210,701.23
07/16	TOTAL CHECKS PAID		822.50		2,209,878.73
07/17	TOTAL DEPOSITS			34,912.24	2,244,790.97
07/18	TOTAL CHECKS PAID		2,059.08		
07/18	TOTAL DEPOSITS			19,287.00	2,262,018.89
07/19	TOTAL CHECKS PAID		100.00		2,261,918.89
07/23	TOTAL CHECKS PAID		726.78		
07/23	TOTAL DEPOSITS			140,860.96	2,402,053.07
07/24	TOTAL CHECKS PAID		806.00		
07/24	TOTAL DEPOSITS			15,185.82	2,416,432.89

① = 4520.66

② = 4520.64

Total 11,581.12



DAREX PR

0/300153/011

AS OF: 27 JUL 01

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DESCRIPTIVE ITEMS

DATE	TRANSACTION DESCRIPTION	SERIAL-NO	DEBITS	CREDITS	BALANCE
07/25	NAME: BNF CTS		1,767.87 ✓		
	ENTRY DESC: PR TAXES				
	INDIVIDUAL ID: C3953-009389127				
07/25	TOTAL CHECKS PAID		5,424.48		2,409,240.54
07/26	TOTAL CHECKS PAID		16,578.60		
07/26	TOTAL DEPOSITS			111,923.76	2,504,485.70
07/27	TOTAL CHECKS PAID		11,871.34		2,492,614.36
07/27	CLOSING BALANCE				2,492,614.36

ANY ERROR OR OMISSION ON THIS STATEMENT MUST BE NOTIFIED IN WRITING TO THE ATTENTION OF THE CONTROL DIVISION WITHIN THIRTY (30) DAYS FROM MAILING DATE. FAILURE TO DO SO WILL SIGNIFY THAT THE STATEMENT IS CORRECT.

total TXS: 2,406,55

FROM : WR GRACE LIBBY

FAX NO. : 4062933749

Aug. 10 2001 03:55PM P2

002 01 02

FIRST NATIONAL BANK OF MONTANA
504 MINERAL AVENUE
LIBBY, MONTANA 59923

PHONE:406-293-0280



ACCOUNT STATEMENT

30-1
0
1

KOOTENAI DEVELOPMENT COMPANY
PO BOX 695
LIBBY MT 59923-1055

Business Checking
ACCOUNT:

1049097

06/30/01 THRU 07/31/01

DOCUMENT COUNT

PAGE

OUR TOLL FREE CUSTOMER SERVICE CENTER NUMBER 1-800-824-2692

Business Checking ACCOUNT 1049097

DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
BALANCE LAST STATEMENT			06/29/01	39,593.75
CHECK # 1187	1,240.00		07/25/01	38,353.75
BALANCE THIS STATEMENT			07/31/01	38,353.75
TOTAL CREDITS (0)00			38,353.75
TOTAL DEBITS (1)	1,240.00			39,322.50
TAX ID NUMBER	81-0495013			39,322.50

YOUR CHECKS SEQUENCED

DATE...CHECK #.....AMOUNT	DATE...CHECK #.....AMOUNT	DATE...CHECK #.....AMOUNT
07/25 1187 1,240.00		

CERTIFICATES OF DEPOSIT

CERTIFICATE NUMBER	INTEREST RATE	MATURITY DATE	NEXT INT DATE	NEXT INT AMOUNT	INTEREST PAID 2001	CURRENT BALANCE
115386	4.3000	08/22/01	08/21/01B	260.55	.00	6,059.40
TOTAL	4.3000				.00	6,059.40

(B) INTEREST WILL BE PAID BY COMPOUNDING

Federal Income Tax Returns

W.R. Grace & Co. & Subsidiaries
2000 Consolidated U.S. Corporation Income Tax Return
Index

Form 1120	U.S. Corporation Income Tax Return
Form 7004	Application for Automatic Extension of Time to File U.S. Corporation Income Tax Return
Schedule D	Capital Gains and Losses
Schedule N	Foreign Operations of U.S. Corporations
Form 851	Affiliations Schedule - W.R. Grace & Co. and Subsidiaries
Form 926	Return by a U.S. Transferor of Property to a Foreign Corporation - W. R. Grace Argentina, S. A.
Form 1118	Foreign Tax Credit - Corporations
Form 3800	General Business Credit
Form 4136	Credit For Federal Tax Paid on Fuels
Form 4562	Depreciation and Amortization
Form 4626	Alternative Minimum Tax - Corporations
Form 4797	Sales of Business Property
Form 5713	International Boycott Report
Form 8594	Asset Acquisition Statement
Form 8827	Credit for Prior Year Minimum Tax Corporations
Stmts 1-10	Taxable Income Computation
Stmts 11-20	Line 5 - Interest Income
Stmts 21-30	Line 10 - Other Income
Stmts 31-51	Line 17 - Taxes
Stmts 52-62	Line 19 - Contributions
Stmts 63-82	Line 26 - Other Deductions

W.R. Grace & Co. & Subsidiaries
2000 Consolidated U.S. Corporation Income Tax Return
Index

Stmts 83-86	Line 29(a) - Net Operating Loss Deduction
Stmts 87-96	Schedule A - Cost of Goods Sold and/or Operations Summary
Stmts 97-106	Schedule A, Line 5 Detail, Other Costs of Goods Sold
Stmts 107-116	Schedule C - Dividends
Stmts 117-126	Schedule L, January 1, 1999 Consolidated Balance Sheet
Stmts 127-136	Schedule L, December 31, 1999 Consolidated Balance Sheet
Stmts 137-154	Schedule L, Line 6 Detail, Other Current Assets
Stmts 155-172	Schedule L, Line 9 Detail, Other Investments
Stmts 173-190	Schedule L, Line 14 Detail, Other Assets
Stmts 191-245	Schedule L, Line 18 Detail, Other Current Liabilities
Stmts 246-263	Schedule L, Line 21 Detail, Other Liabilities
Stmts 264-281	Schedule L, Line 24 Detail, Appopr. Retained Earnings
Stmts 282-291	Schedule M-1 & M-2 Summary
Stmts 292-301	Schedule M-1, Line 4, Taxable Income Not Recorded on Books
Stmts 302-311	Schedule M-1, Line 5, Expenses on Books Not Deducted in Return
Stmts 312-321	Schedule M-1, Line 7, Income on Books Not Included in Return
Stmts 322-331	Schedule M-1, Line 8, Deductions in Return Not on Books
Stmts 332-341	Schedule M-2, Line 3, Other Increases
Stmts 342-351	Schedule M-2, Line 6, Other Decreases
Stmts 352-361	Form 4136 - Consolidated Supporting Schedules
Stmts 362-371	Form 4626 - Consolidated Supporting Schedules, AMTI Calculation

W.R. Grace & Co. & Subsidiaries
2000 Consolidated U.S. Corporation Income Tax Return
Index

Stmts 372-407	Form 4626 Detail/ACE Detail
Stmts 408-417	Schedule D - Short-Term Capital Gains and Losses
Stmts 418-424	Schedule D - Long-Term Capital Gains and Losses
Stmts 425-434	Form 3800 - General Business Credit
Stmts 435-444	Form 4562 - Depreciation and Amortization
Stmts 445-454	Form 4797 - Consolidated Supporting Schedules
Stmts 455-464	Form 8827 - Consolidated Supporting Schedules
Stmt 465	Miscellaneous Elections
Stmt 466	Election To Forego Net Operating Loss Carryback
Stmt 467	Election to Waive Carryback Period with Respect to Specific Liability Loss Under § 172(b)(1)(C)
Stmt 468	Statement Filed in Accordance with Treas. Reg. §1.382-2T(a)(2)(ii)
Stmt 469	Election to Allocate Tax Liability Under Regs. Section 1.1502-33(D)
Stmts 470-473	Statement Pursuant to Treasury Regulations §1.367(a)-8(b)(5) for W.R. Grace & Co.-Conn.
Stmts 474-475	Protective Disclosure Statement for Reportable Transactions W. R. Grace & Co. - Conn. - Combining Schedules
Form 5471	Information Return of U.S. Persons with Respect to Certain Foreign Corporations

Form 1120 Department of the Treasury Internal Revenue Service	U.S. Corporation Income Tax Return For calendar year 2000 or tax year beginning _____, 2000, ending _____ ► Instructions are separate. See page 1 for Paperwork Reduction Act Notice.	OMB No. 1545-0123 <div style="font-size: 2em; font-weight: bold;">2000</div>
A Check if a 1 Consolidated return (attach Form 951) <input checked="" type="checkbox"/> W.R. Grace & Co., & Subsidiaries 2 Personal holding co. (attach Sch. FH) <input type="checkbox"/> 3 Personal service corp. (as defined in Temporary Regs. sec. 1.441-4(f) - see instructions) <input type="checkbox"/>		
B Employer identification number <div style="border: 1px solid black; padding: 2px;">65-0773649</div>		C Date incorporated <div style="border: 1px solid black; padding: 2px;">8/6/97</div>
Number, street, and room or suite no. (if a P.O. box, see page 7 of instructions) <div style="border: 1px solid black; padding: 2px;">5400 Broken Sound Blvd. NW, Suite 300</div>		D Total assets (see page 3 of instructions) <div style="border: 1px solid black; padding: 2px;">33487</div>
City or town, state, and ZIP code <div style="border: 1px solid black; padding: 2px;">Boca Raton, FL 33487</div>		
E Check applicable boxes: (1) <input type="checkbox"/> Initial return, (2) <input type="checkbox"/> Final return, (3) <input checked="" type="checkbox"/> Change of address		
1 a Gross receipts or sales <div style="border: 1px solid black; padding: 2px;">1,026,866,835.</div> b Less returns and allowances <div style="border: 1px solid black; padding: 2px;">26,669,022.</div> c Bal <div style="border: 1px solid black; padding: 2px;">1,000,197,813.</div>		1c <div style="border: 1px solid black; padding: 2px;">1,000,197,813.</div>
2 Cost of goods sold (Schedule A, line 8) <div style="border: 1px solid black; padding: 2px;">557,894,352.</div>		2 <div style="border: 1px solid black; padding: 2px;">557,894,352.</div>
3 Gross profit. Subtract line 2 from line 1c <div style="border: 1px solid black; padding: 2px;">442,303,461.</div>		3 <div style="border: 1px solid black; padding: 2px;">442,303,461.</div>
4 Dividends (Schedule C, line 19) <div style="border: 1px solid black; padding: 2px;">4,005,565.</div>		4 <div style="border: 1px solid black; padding: 2px;">4,005,565.</div>
5 Interest <div style="border: 1px solid black; padding: 2px;">See Statement. 11.</div>		5 <div style="border: 1px solid black; padding: 2px;">29,447,810.</div>
6 Gross rents <div style="border: 1px solid black; padding: 2px;">20,120,374.</div>		6 <div style="border: 1px solid black; padding: 2px;">20,120,374.</div>
7 Gross royalties <div style="border: 1px solid black; padding: 2px;">19,179,520.</div>		7 <div style="border: 1px solid black; padding: 2px;">19,179,520.</div>
8 Capital gain net income (attach Schedule D (Form 1120)) <div style="border: 1px solid black; padding: 2px;">-1,757,287.</div>		8 <div style="border: 1px solid black; padding: 2px;">-1,757,287.</div>
9 Net gain or (loss) from Form 4797, Part II, line 18 (attach Form 4797) <div style="border: 1px solid black; padding: 2px;">7,426,676.</div>		9 <div style="border: 1px solid black; padding: 2px;">7,426,676.</div>
10 Other income (see page 8 of instructions - attach schedule) <div style="border: 1px solid black; padding: 2px;">See Statement. 21.</div>		10 <div style="border: 1px solid black; padding: 2px;">7,426,676.</div>
11 Total income. Add lines 3 through 10 <div style="border: 1px solid black; padding: 2px;">520,726,119.</div>		11 <div style="border: 1px solid black; padding: 2px;">520,726,119.</div>
12 Compensation of officers (Schedule E, line 4) <div style="border: 1px solid black; padding: 2px;">162,612,274.</div>		12 <div style="border: 1px solid black; padding: 2px;">162,612,274.</div>
13 Salaries and wages (less employment credits) <div style="border: 1px solid black; padding: 2px;">6,241,319.</div>		13 <div style="border: 1px solid black; padding: 2px;">6,241,319.</div>
14 Repairs and maintenance <div style="border: 1px solid black; padding: 2px;">-1,019,542.</div>		14 <div style="border: 1px solid black; padding: 2px;">-1,019,542.</div>
15 Bad debts <div style="border: 1px solid black; padding: 2px;">10,039,958.</div>		15 <div style="border: 1px solid black; padding: 2px;">10,039,958.</div>
16 Rents <div style="border: 1px solid black; padding: 2px;">23,312,944.</div>		16 <div style="border: 1px solid black; padding: 2px;">23,312,944.</div>
17 Taxes and licenses <div style="border: 1px solid black; padding: 2px;">See Statement. 31.</div>		17 <div style="border: 1px solid black; padding: 2px;">23,312,944.</div>
18 Interest <div style="border: 1px solid black; padding: 2px;">37,875,472.</div>		18 <div style="border: 1px solid black; padding: 2px;">37,875,472.</div>
19 Charitable contributions (see page 11 of instructions for 10% limitation) <div style="border: 1px solid black; padding: 2px;">See Statement. 52.</div>		19 <div style="border: 1px solid black; padding: 2px;">NONE</div>
20 Depreciation (attach Form 4562) <div style="border: 1px solid black; padding: 2px;">66,371,175.</div>		20 <div style="border: 1px solid black; padding: 2px;">66,371,175.</div>
21 Less depreciation claimed on Schedule A and elsewhere on return <div style="border: 1px solid black; padding: 2px;">66,371,175.</div>		21a <div style="border: 1px solid black; padding: 2px;">66,371,175.</div>
22 Depletion <div style="border: 1px solid black; padding: 2px;">313,379.</div>		22 <div style="border: 1px solid black; padding: 2px;">313,379.</div>
23 Advertising <div style="border: 1px solid black; padding: 2px;">5,788,930.</div>		23 <div style="border: 1px solid black; padding: 2px;">5,788,930.</div>
24 Pension, profit-sharing, etc., plans <div style="border: 1px solid black; padding: 2px;">309,629.</div>		24 <div style="border: 1px solid black; padding: 2px;">309,629.</div>
25 Employee benefit programs <div style="border: 1px solid black; padding: 2px;">23,961,553.</div>		25 <div style="border: 1px solid black; padding: 2px;">23,961,553.</div>
26 Other deductions (attach schedule) <div style="border: 1px solid black; padding: 2px;">See Statement. 63.</div>		26 <div style="border: 1px solid black; padding: 2px;">411,070,956.</div>
27 Total deductions. Add lines 12 through 26 <div style="border: 1px solid black; padding: 2px;">746,878,047.</div>		27 <div style="border: 1px solid black; padding: 2px;">746,878,047.</div>
28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11 <div style="border: 1px solid black; padding: 2px;">-226,151,928.</div>		28 <div style="border: 1px solid black; padding: 2px;">-226,151,928.</div>
29 Less: a Net operating loss (NOL) deduction (see page 13 of instructions) <div style="border: 1px solid black; padding: 2px;">20,556.</div>		29a <div style="border: 1px solid black; padding: 2px;">20,556.</div>
b Special deductions (Schedule C, line 20) <div style="border: 1px solid black; padding: 2px;">20,556.</div>		29b <div style="border: 1px solid black; padding: 2px;">20,556.</div>
29c <div style="border: 1px solid black; padding: 2px;">20,556.</div>		29c <div style="border: 1px solid black; padding: 2px;">20,556.</div>
30 Taxable income. Subtract line 29c from line 28 <div style="border: 1px solid black; padding: 2px;">-226,172,484.</div>		30 <div style="border: 1px solid black; padding: 2px;">-226,172,484.</div>
31 Total tax (Schedule J, line 11) <div style="border: 1px solid black; padding: 2px;">NONE</div>		31 <div style="border: 1px solid black; padding: 2px;">NONE</div>
32 Payments: a 1999 overpayment credited to 2000 <div style="border: 1px solid black; padding: 2px;">32a</div>		32a <div style="border: 1px solid black; padding: 2px;">32a</div>
b 2000 estimated tax payments <div style="border: 1px solid black; padding: 2px;">32b</div>		32b <div style="border: 1px solid black; padding: 2px;">32b</div>
c Less 2000 refund applied for on Form 4466 <div style="border: 1px solid black; padding: 2px;">32c</div>		32c <div style="border: 1px solid black; padding: 2px;">32c</div>
d Tax deposited with Form 7004 <div style="border: 1px solid black; padding: 2px;">32d</div>		32d <div style="border: 1px solid black; padding: 2px;">32d</div>
e Credit for tax paid on undistributed capital gains (attach Form 2439) <div style="border: 1px solid black; padding: 2px;">32e</div>		32e <div style="border: 1px solid black; padding: 2px;">32e</div>
f Credit for Federal tax on fuels (attach Form 4136). See instructions <div style="border: 1px solid black; padding: 2px;">13,321.</div>		32f <div style="border: 1px solid black; padding: 2px;">13,321.</div>
32g <div style="border: 1px solid black; padding: 2px;">13,321.</div>		32g <div style="border: 1px solid black; padding: 2px;">13,321.</div>
33 Estimated tax penalty (see page 14 of instructions). Check if Form 2220 is attached <div style="border: 1px solid black; padding: 2px;">33</div>		33 <div style="border: 1px solid black; padding: 2px;">33</div>
34 Tax due. If line 32h is smaller than the total of lines 31 and 33, enter amount owed <div style="border: 1px solid black; padding: 2px;">34</div>		34 <div style="border: 1px solid black; padding: 2px;">34</div>
35 Overpayment. If line 32h is larger than the total of lines 31 and 33, enter amount overpaid <div style="border: 1px solid black; padding: 2px;">13,321.</div>		35 <div style="border: 1px solid black; padding: 2px;">13,321.</div>
36 Enter amount of line 35 you want Credited to 2001 estimated tax <div style="border: 1px solid black; padding: 2px;">13,321.</div>		36 <div style="border: 1px solid black; padding: 2px;">13,321.</div>
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
Sign Here <div style="border: 1px solid black; padding: 2px;"> </div>		<div style="border: 1px solid black; padding: 2px;"> 9/15/01 Date </div>
<div style="border: 1px solid black; padding: 2px;"> Vice President Title </div>		
Preparer's Firm's name (or yours if self-employed) <div style="border: 1px solid black; padding: 2px;">PricewaterhouseCoopers LLP</div>		<div style="border: 1px solid black; padding: 2px;"> 7/15/01 Date </div>
address and ZIP code <div style="border: 1px solid black; padding: 2px;">200 S. Biscayne Blvd Suite 700 Miami, FL 33131</div>		<div style="border: 1px solid black; padding: 2px;"> 527-16-5570 Preparer's SSN or PTIN </div>
		<div style="border: 1px solid black; padding: 2px;"> 13-4008324 EIN </div>
		<div style="border: 1px solid black; padding: 2px;"> Phone no </div>

Form **7004**

(Rev. October 2000)

Department of the Treasury
Internal Revenue Service**Application for Automatic Extension of Time
To File Corporation Income Tax Return**

OMB No. 1545-0233

Name of corporation

W.R. GRACE & CO., & SUBSIDIARIES

Employer identification number

65-0773649

Number, street, and room or suite no. (If a P.O. box or outside the United States, see instructions.)

5400 BROKEN SOUND BLVD. NW, SUITE. 300

City or town, state, and ZIP code

BOCA RATON FL 33487

Check type of return to be filed:

☐ Form 990-C☐ Form 1120-FSC☐ Form 1120-PC☐ Form 1120S☒ Form 1120☐ Form 1120-H☐ Form 1120-POL☐ Form 1120-SF☐ Form 1120-A☐ Form 1120-L☐ Form 1120-REIT☐ Form 1120-F☐ Form 1120-ND☐ Form 1120-RIC

- Form 1120-F filers: Check here if the foreign corporation does not maintain an office or place of business in the United States ☐

1 Request for Automatic Extension (see instructions)**a Extension date.** I request an automatic 6-month (or, for certain corporations, 3-month) extension of timeuntil September 15, 20 01, to file the income tax return of the corporation named above for ☒ calendaryear 20 00 or ☐ tax year beginning _____, and ending _____, 20 _____**b Short tax year.** If this tax year is for less than 12 months, check reason:☐ Initial return☐ Final return☐ Change in accounting period☒ Consolidated return to be filed**2 Affiliated group members** (see instructions). If this application also covers subsidiaries to be included in a consolidated return, provide the following information:

Name and address of each member of the affiliated group	Employer identification number	Tax period
Schedule Attached		

3 Tentative tax (see instructions)

3

NONE

4 Payments and refundable credits: (see instructions)**a Overpayment credited from prior year**

4a

b Estimated tax payments for the tax year

4b

c Less refund for the tax year applied for on Form 4466

4c

Bal ▶

4d

e Credit for tax paid on undistributed capital gains (Form 2439)

4e

f Credit for Federal tax on fuels (Form 4136)

4f

5 Total. Add lines 4d through 4f (see instructions)

5

6 Balance due. Subtract line 5 from line 3. Deposit this amount using the Electronic Federal Tax Payment System (EFTPS) or with a Federal Tax Deposit (FTD) Coupon (see instructions)

6

0.00

Signature. Under penalties of perjury, I declare that I have been authorized by the above-named corporation to make this application, and to the best of my knowledge and belief, the statements made are true, correct, and complete

(Signature of officer or agent)

(Title)

(Date)

For Paperwork Reduction Act Notice, see instructions.

Form **7004** (Rev 10-2000)ISA
STF FED6332F

W. R. Grace & Co. & Subsidiaries
 5400 Broken Sound Blvd. NW, ste. 300
 Boca Raton, FL 33487
 EIN: 65-0773649

Attachment to Form 7004
 Application for Automatic Extension of Time to
 File Corporation Income Tax Return

List of Members Included in the Consolidated
 U.S. Corporation Tax Return for the
 Tax year ending December 31, 2000

NAME	EIN
A-1 Bit & Tool Co., Inc.	22-2974435
Alewife Boston, Ltd.	22-2603361
Alewife Land Corporation	22-2603359
Amicon, Inc	04-3137963
Circe Biomedical, Inc.	65-0679166
CCHP, Inc.	58-1969355
Coalgrace, Inc.	13-3613597
Coalgrace II, Inc.	13-2934063
Construction Products Dubai, Inc.	65-0456165
Creative Food 'N Fun Company	58-1505881
Darex Puerto Rico, Inc.	13-2830236
Del Taco Restaurants, Inc.	75-1437918
Ecarg, Inc.	22-2065245
Five Alewife Boston Ltd.	22-3003981
GC Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.)	65-0344211
GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.)	65-1355942
GEC Management Corporation	75-2283780
GN Holdings	13-3613599
GPC Thomasville Corporation	65-0382355
Gloucester New Communities Company, Inc.	13-2728098
Grace A-B, Inc.	22-2355544
Grace A-B II, Inc.	58-1969353
Grace Asia Pacific, Inc.	65-0422490
Grace Chemicals, Inc.	13-3614662
Grace Chemical Company of Cuba	36-6110408
Grace Collections, Inc.	65-0419649
Grace Culinary Systems, Inc.	52-1309187
Grace Drilling Company	73-0971397
Grace Energy Corporation	11-2516702
Grace Environmental, Inc.	13-3546067
Grace Europe, Inc.	13-2671485
Grace Germany Holdings, Inc.	65-0799268
Grace H-G, Inc.	13-3041784
Grace H-G II, Inc.	58-1969354
Grace Hotel Services Corporation	13-3584911
Grace International Holdings, Inc.	65-0609540
Grace Management Services, Inc.	65-0391048
Grace Offshore Company	72-0502652
Grace PAR Corporation	22-2341175

W. R. Grace & Co. & Subsidiaries
 5400 Broken Sound Blvd. NW, ste. 300
 Boca Raton, FL 33487
 EIN: 65-0773649

Attachment to Form 7004
 Application for Automatic Extension of Time to
 File Corporation Income Tax Return

List of Members Included in the Consolidated
 U.S. Corporation Tax Return for the
 Tax year ending December 31, 2000

NAME	EIN
Grace Petroleum Libya Incorporated	13-6112816
Grace Receivables Purchasing, Inc.	58-2430942
Grace Tarpon Investors, Inc.	65-0344213
Grace Ventures Corp.	13-3102623
Grace Washington, Inc.	22-2941320
Gracoal, Inc.	75-1511800
Gracoal II, Inc.	34-1103784
Guanica-Caribe Land Development Corporation	65-0504444
Hanover Square Corporation	13-6112817
Homco International, Inc.	74-1614655
Ichiban Chemical Co., Inc.	65-0773652
L B Realty, Inc.	65-0378942
Litigation Management, Inc. (f/k/a Grace JVH, Inc.)	65-0537976
Monolith Enterprises, Incorporated	52-0913918
Monroe Street, Inc.	65-0351861
MRA Holdings Corp.	65-0546677
MRA Intermedco, Inc.	65-0180823
MRA Staffing Systems, Inc.	65-0180825
Remedium Group, Inc. (f/k/a E&C Liquidating Corp.)	22-2312556
Southern Oil, Resin & Fiberglass, Inc.	59-0967853
W. R. Grace Capital Corp.	13-2934061
W. R. Grace & Co. - Conn.	13-5114230
W. R. Grace Land Corporation	13-2677646
Water Street Corporation	13-6152056

W.R. Grace & Co., & Subsidiaries

65-0773649

Form 1120 (2000)

Page 2

Schedule A Cost of Goods Sold (See page 14 of instructions.)

1	Inventory at beginning of year	1	62,890,995.
2	Purchases	2	510,745,649.
3	Cost of labor	3	19,533,759.
4	Additional section 263A costs (attach schedule)	4	-540,000.
5	Other costs (attach schedule)	5	See Statement, 97.
6	Total. Add lines 1 through 5	6	633,948,098.
7	Inventory at end of year	7	76,053,746.
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on line 2, page 1	8	557,894,352.

9 a Check all methods used for valuing closing inventory:

(i) ☐ Cost as described in Regulations section 1.471-3

(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4

(iii) ☐ Other (Specify method used and attach explanation.)

b Check if there was a writedown of subnormal goods as described in Regulations section 1.471-2(c)

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)

d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO 9d

e If property is produced or acquired for resale, do the rules of section 263A apply to the corporation? ☐ Yes ☐ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation ☐ Yes ☐ No

Schedule C Dividends and Special Deductions (See page 15 of instructions.)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations that are subject to the 70% deduction (other than debt-financed stock)	29,366.	70	20,556.
2 Dividends from 20%-or-more-owned domestic corporations that are subject to the 80% deduction (other than debt-financed stock)		80	
3 Dividends on debt-financed stock of domestic and foreign corporations (section 246A)		see instr	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs that are subject to the 70% deduction		70	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs that are subject to the 80% deduction		80	
8 Dividends from wholly owned foreign subsidiaries subject to the 100% deduction (section 245(b))		100	
9 Total. Add lines 1 through 8. See page 16 of instructions for limitation			20,556.
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from certain FSCs that are subject to the 100% deduction (section 245(c)(1))		100	
12 Dividends from affiliated group members subject to the 100% deduction (section 243(a)(3))		100	
13 Other dividends from foreign corporations not included on lines 3, 6, 7, 8, or 11			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)	3,538,091.		
15 Foreign dividend gross-up (section 78)	438,108.		
16 IC-DISC and former DISC dividends not included on lines 1, 2, or 3 (section 246(d))			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 Total dividends. Add lines 1 through 17. Enter here and on line 4, page 1	4,005,565.		
20 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on line 29b, page 1			20,556.

Schedule E Compensation of Officers (See instructions for line 12, page 1.)

Note: Complete Schedule E only if total receipts (line 1a plus lines 4 through 10 on page 1, Form 1120) are \$500,000 or more.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	(d) Percent of corporation stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	
1 Available upon request.		%	%	%	
		%	%	%	
		%	%	%	
		%	%	%	
		%	%	%	
2 Total compensation of officers					
3 Compensation of officers claimed on Schedule A and elsewhere on return					
4 Subtract line 3 from line 2. Enter the result here and on line 12, page 1					

Form 1120 (2000) **W.R. Grace & Co., & Subsidiaries**

65-0773649

Page 3

Schedule J Tax Computation (See page 17 of instructions.)

1	Check if the corporation is a member of a controlled group (see sections 1561 and 1563)	<input type="checkbox"/>		
Important: Members of a controlled group, see instructions on page 17.				
2 a	If the box on line 1 is checked, enter the corporation's share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)	(1) <input type="text"/>	(2) <input type="text"/>	(3) <input type="text"/>
b	Enter the corporation's share of: (1) Additional 5% tax (not more than \$11,750)	<input type="text"/>	(2) Additional 3% tax (not more than \$100,000)	<input type="text"/>
3	Income tax. Check if a qualified personal service corporation under section 448(d)(2) (see page 17) ▶ <input type="checkbox"/>	3		NONE
4	Alternative minimum tax (attach Form 4626)	4		NONE
5	Add lines 3 and 4	5		NONE
6 a	Foreign tax credit (attach Form 1118)	6 a		
b	Possessions tax credit (attach Form 5735)	6 b		
c	Check: <input type="checkbox"/> Nonconventional source fuel credit <input type="checkbox"/> QEV credit (attach Form 8834)	6 c		
d	General business credit. Enter here and check which forms are attached <input checked="" type="checkbox"/> 3800	6 d		NONE
	<input type="checkbox"/> 3468 <input type="checkbox"/> 5884 <input type="checkbox"/> 6478 <input type="checkbox"/> 6765 <input type="checkbox"/> 8586 <input type="checkbox"/> 8830 <input type="checkbox"/> 8826			
	<input type="checkbox"/> 8835 <input type="checkbox"/> 8844 <input type="checkbox"/> 8845 <input type="checkbox"/> 8846 <input type="checkbox"/> 8820 <input type="checkbox"/> 8847 <input type="checkbox"/> 8861			
e	Credit for prior year minimum tax (attach Form 8827)	6 e		NONE
f	Qualified zone academy bond credit (attach Form 8860)	6 f		
7	Total credits. Add lines 6a through 6f	7		NONE
8	Subtract line 7 from line 5	8		NONE
9	Personal holding company tax (attach Schedule PH (Form 1120))	9		
10	Recapture taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611	10		
11	Total tax. Add lines 8 through 10. Enter here and on line 31, page 1	11		NONE

Schedule K Other Information (See page 19 of instructions.)

1	Check method of accounting: a <input type="checkbox"/> Cash	Yes	No	If "Yes," file Form 5452, Corporate Report of Nondividend Distributions.	Yes	No
b	<input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶					
2	See page 21 of the instructions and enter the:					
a	Business activity code no. ▶ 523900			If this is a consolidated return, answer here for the parent corporation and on Form 851, Affiliations Schedule, for each subsidiary.		
b	Business activity ▶ Holding Company					
c	Product or service ▶ Holding Company					
3	At the end of the tax year, did the corporation own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).)		X	7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of stock of the corporation entitled to vote or (b) the total value of all classes of stock of the corporation?	X
	If "Yes," attach a schedule showing: (a) name and employer identification number (EIN), (b) percentage owned, and (c) taxable income or (loss) before NOL and special deductions of such corporation for the tax year ending with or within your tax year.				If "Yes,"	
4	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X	a	Enter percentage owned ▶	
	If "Yes," enter name and EIN of the parent corporation ▶			b	Enter owner's country ▶	
5	At the end of the tax year, did any individual, partnership, corporation, estate, or trust own, directly or indirectly, 50% or more of the corporation's voting stock? (For rules of attribution, see section 267(c).)		X	c	The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter number of Forms 5472 attached ▶	
	If "Yes," attach a schedule showing name and identifying number. (Do not include any information already entered in 4 above.) Enter percentage owned ▶			8	Check this box if the corporation issued publicly offered debt instruments with original issue discount	<input type="checkbox"/>
6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.)		X		If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.	
				9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶	
				10	Enter the number of shareholders at the end of the tax year (if 75 or fewer) ▶	
				11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ <input type="checkbox"/>	
				12	Enter the available NOL carryover from prior tax years (Do not reduce it by any deduction on line 29a.) ▶ \$ 140,475,166.	

Note: If the corporation, at any time during the tax year, had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Form 1120 (2000)

Form 1120 (2000) **W.R. Grace & Co., & Subsidiaries**

65-0773649

Page 4

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		89,074,887.		41,633,361.
2a	Trade notes and accounts receivable	106,592,934.		118,562,864.	
b	Less allowance for bad debts	(1,303,905.)	105,289,029.	(1,990,566.)	116,572,298.
3	Inventories		62,890,995.		76,053,747.
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (attach schedule)	Stmt 137	38,990,562.		52,556,422.
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach schedule)	Stmt 155	1,272,018,923.		1,157,796,703.
10a	Buildings and other depreciable assets	985,548,127.		1,019,731,318.	
b	Less accumulated depreciation	(594,256,180.)	391,291,947.	(619,291,839.)	400,439,479.
11a	Depletable assets	1,109,420.		1,109,420.	
b	Less accumulated depletion	(212,489.)	896,931.	(240,125.)	869,295.
12	Land (net of any amortization)		8,722,040.		8,748,260.
13a	Intangible assets (amortizable only)	29,766,486.		57,069,703.	
b	Less accumulated amortization	(10,500,139.)	19,266,347.	(11,977,702.)	45,092,001.
14	Other assets (attach schedule)	Stmt 173	1,678,521,158.		1,765,544,870.
15	Total assets		3,666,962,819.		3,665,306,436.
Liabilities and Shareholders' Equity					
16	Accounts payable		155,430,658.		211,224,860.
17	Mtges., notes, bonds payable in less than 1 year		25,224,166.		258,627,438.
18	Other current liabilities (attach schedule)	Stmt 191	1,622,474,770.		1,624,364,806.
19	Loans from shareholders				
20	Mtges., notes, bonds payable in 1 year or more		11,309,855.		3,614,855.
21	Other liabilities (attach schedule)	Stmt 246	1,382,927,586.		1,476,366,629.
22	Capital stock: a Preferred stock	112.		112.	
b	Common stock	760,428.	760,540.	799,888.	800,000.
23	Additional paid-in capital		503,065,295.		422,600,000.
24	Retained earnings-Appropriated (attach schedule)	Stmt 264	-2,000.		-2,000.
25	Retained earnings - Unappropriated		54,882,976.		-195,863,451.
26	Adjustments to shareholders' equity (attach schedule)				
27	Less cost of treasury stock		(89,111,027.)		(136,426,701.)
28	Total liabilities and shareholders' equity		3,666,962,819.		3,665,306,436.

Note: The corporation is not required to complete Schedules M-1 and M-2 if the total assets on line 15, col. (d) of Schedule L are less than \$25,000.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return (See page 20 of instructions.)

1 Net income (loss) per books			-151,544,452.			7 Income recorded on books this year not included on this return (itemize):					
2 Federal income tax			26,478,441.			Tax-exempt interest \$					
3 Excess of capital losses over capital gains						See Statement 312			10,986,670.		
4 Income subject to tax not recorded on books this year (itemize):						8 Deductions on this return not charged against book income this year (itemize):					
See Statement 292			9,209,108.			a Depreciation \$			3,241,582.		
5 Expenses recorded on books this year not deducted on this return (itemize):						b Contributions carryover \$			NONE		
a Depreciation \$			-7,979,906.								
b Contributions carryover \$			556,570.								
c Travel and entertainment \$			5,823,331.								
See Statement 302			53,506,234.			See Statement 322			147,973,002.		
6 Add lines 1 through 5			-63,950,674.			9 Add lines 7 and 8			162,201,254.		
						10 Income (line 28, page 1) - line 6 less line 9			-226,151,928.		

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	54,882,976.	5	Distributions: a Cash	
2	Net income (loss) per books	-151,544,452.		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			See Statement 342	94,884,828.	
See Statement 332	-4,317,147.		7	Add lines 5 and 6	94,884,828.
4	Add lines 1, 2, and 3	-100,978,623.	8	Balance at end of year (line 4 less line 7)	-195,863,451.

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Form 1120 (2000)

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**SCHEDULE N
(Form 1120)**Department of the Treasury
Internal Revenue Service**Foreign Operations of U.S. Corporations**▶ Attach to Form 1120, 1120-IC-DISC, 1120-L,
1120-PC, 1120-REIT, 1120-RIC, or 1120S.

OMB No. 1545-0123

2000

Name

W. R. GRACE & CO. AND SUBSIDIARIES

Employer identification number (EIN)

65-0773649

Foreign Operations Information

	Yes	No
1 During the tax year, did the corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.	X	
2 Enter the number of Forms 8865 , Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to the corporation's income tax return ▶ 0		
3 Excluding any partnership for which a Form 8865 is attached to the tax return, did the corporation own at least a 10% interest, directly or indirectly, in any other foreign partnership? If "Yes," see instructions for required attachment.		X
4a Was the corporation a U.S. shareholder of any controlled foreign corporation (CFC)? (See sections 951 and 957.) . . If "Yes," attach Form 5471 , Information Return of U.S. Persons With Respect to Certain Foreign Corporations, for each CFC.	X	
b Enter the number of Forms 5471 attached to the tax return ▶ 70		
5 During the tax year, did the corporation receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the corporation may have to file Form 3520 , Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts.		X
6a At any time during the 2000 calendar year, did the corporation have an interest in or a signature or other authority over a financial account (such as a bank account, securities account, or other financial account) in a foreign country? . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 , Report of Foreign Bank and Financial Accounts.	X	
b If "Yes," enter the name of the foreign country ▶ INFO AVAILABLE IN TAXPAYERS OFFICE		
7a Is the corporation claiming the extraterritorial income exclusion? If "Yes," attach a separate Form 8873 , Extraterritorial Income Exclusion, for each transaction or group of transactions.		X
b Enter the number of Forms 8873 attached to the tax return ▶ 0		

Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Who Must File

Corporations that, at any time during the tax year, had assets in or operated a business in a foreign country or a U.S. possession, may have to file Schedule N. If the corporation answers "Yes" to any of the questions above, attach Schedule N to the corporation's income tax return.

Question 3

If the corporation owned at least a 10% interest, directly or indirectly, in any foreign partnership (other than any partnership for which a Form 8865 is attached to the tax return), attach a statement listing the following information for each foreign partnership.

1. Name and EIN (if any) of the foreign partnership;
2. Identify which, if any, of the following forms the foreign partnership filed for its tax year ending with or within the corporation's tax year: Form 1042, 1065 or 1065-B, or 8804;

W. R. Grace & Co. And Subsidiaries
Consolidated U.S. Corporation Income Tax Return
For The Year Ending December 31, 2000

Schedule N – Question 1

<u>Name</u>	<u>Country</u>	<u>EIN</u>
W. R. Grace SAS	France	98-0180944
Grace Management GP GmbH	Germany	65-0919075
Grace Manufacturing GmbH & Co. KG	Germany	N/A
Grace GP GmbH	Germany	N/A

Form **851**
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule
► File with each consolidated income tax return

OMB No. 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**
(fka) Grace Speciality Chemicals, Inc

Employer identification number **65-0773649**

Number, street, and room or suite no. (If a P.O. box, see instructions.)
5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code
Boca Raton, FL 33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp. No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
1	Common parent corporation			
2	Subsidiary corporations: A-1 Bit & Tool Co., Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	22-2974435		
3	Alewif Boston Ltd. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	22-2603361		
4	Alewif Land Corporation 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	22-2603359		
5	Assignment America, Inc. Boca Raton, FL 33487			
6	CCHP, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-3613597		
7	CB Biomedical, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0679166		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp. No.	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
1	Common parent corporation:							
2	Inactive			X	1,000	100.00 %	%	53
3	Inactive			X	100	100.00 %	%	62
4	Inactive			X	200	100.00 %	%	62
5	Inactive			X		%	%	
6	HOLDING COMPANY	551112		X	1	100.00 %	%	23
7	BIOMED. TECHNOLOGY	541700		X	1,000	100.00 %	%	59

Form **851**
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**

Employer identification number

(fka) Grace Speciality Chemicals, Inc

65-0773649

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL

33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
8	Coalgrace II, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	58-1969355		
9	Coalgrace, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	13-2934063		
10	Construction Products Dubai, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0456165		
11	Creative Food N Fun Company 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	58-1505881		
12	Darex Puerto Rico 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-2830236		
13	Del Taco Restaurants, Inc. 5400 Broken Sound Blvd., NW, Ste. 300 Boca Raton, FL 33487	75-1437918		
Totals (Must equal amounts shown on the consolidated tax return.)				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no
	Common parent corporation:							
	Subsidiary corporations:							
8	Holding Company	551112		X	1,000	100.00 %	%	32
9	Holding Company	551112		X	100	100.00 %	%	32
10	Holding Company	551112		X	2,000	100.00 %	%	59
11	RESTAURANT	722110		X	1,000	100.00 %	%	13
12	INDUSTRIAL CHEMICALS	325100		X	1,000	100.00 %	%	59
13	Inactive			X	1,000	100.00 %	%	59

Form 851
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**

Employer identification number
65-0773649

(fka) **Grace Speciality Chemicals, Inc**

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL

33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
14	Amicon, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	04-3137963		
15	MRA STAFFING SYSTEMS, INC. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0180825		
16	Ecarg, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	22-2065245		
17	Five Alewife Boston, Ltd. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	22-3003981		
18	x - Grace Asia/Pacific, Inc. and Divisions 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0422490		
19	GC Limited Partners I, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0344211		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp. No.	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
	Common parent corporation:							
	Subsidiary corporations:							
14	Inactive			x	100	100.00 %	%	59
15	Holding Company	551112		x	12,999	100.00 %	%	64
16	Inactive			x	100	100.00 %	%	59
17	Inactive			x		%	%	62
18	Misc Business Serv	561430		x	1,000	100.00 %	%	59
19	Inactive			x	1,000	100.00 %	%	59

Form **851**
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**
(fka) Grace Speciality Chemicals, Inc Employer identification number **65-0773649**

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL

33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
20	GC Management, Inc. 5400 Broken Sound Blvd. NW, Ste 300 Boca Raton, FL 33487	65-1355942		
21	GEC Management Corp. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	75-2283780		
22	Gloucester New Communities Company, Inc. 5400 Broken Sound Blvd. NW, ste. 300 Boca Raton, FL 33487	13-2728098		
23	GN Holdings, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	13-3613599		
24	GPC Thomasville Corp. 5400 Broken Sound Boulevard, NW, Ste. 300 Boca Raton, FL 33487	65-0382355		
25	Grace A-B II, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	58-1969353		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp. No	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no
	Common parent corporation:							
	Subsidiary corporations:							
20	Inactive		X		1,000	100.00 %	%	59
21	Inactive		X		1,000	100.00 %	%	32
22	Inactive		X		100	100.00 %	%	62
23	Holding Company	551112	X		94	94.00 %	%	38
24	Inactive		X		1,000	100.00 %	%	32
25	HOLDING COMPANY	551112	X		1,000	100.00 %	%	32

JSA For Paperwork Reduction Act Notice, see instructions.
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Form **851** (Rev. 9-2000)

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Form **851**
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**

(fka) Grace Speciality Chemicals, Inc

Employer identification number
65-0773649

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL

33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp. No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
26	Grace A-B, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	22-2355544		
27	Grace Chemical Company of Cuba, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	36-6110408		
28	Grace Chemicals, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33431	13-3614662		
29	Remedium Group, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	22-2312556		
30	Grace Culinary Systems, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	52-1309187		
31	Grace Drilling Company 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	73-0971397		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no
	Common parent corporation:							
	Subsidiary corporations:							
26	HOLDING COMPANY	551112	X		1,000	100.00 %	%	32
27	Inactive		X		1,500	100.00 %	%	59
28	HOLDING COMPANY	551112	X		1,000	100.00 %	%	59
29	INDUSTRIAL CHEMICALS	325100	X		11,000	100.00 %	%	59
30	Inactive		X		1,000	100.00 %	%	59
31	Inactive		X		1,345	100.00 %	%	32

Form **851**
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**
(fka) Grace Speciality Chemicals, Inc Employer identification number **65-0773649**

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL 33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
32	Grace Energy Corporation 5400 Broken Sound Blvd., NW, Ste. 300 Boca Raton, FL 33487	11-2516702		
33	Grace Environmental, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-3546067		
34	Grace Germany Holdings, Inc 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0799268		
35	Grace H-G II, Inc 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	58-1969354		
36	Grace H-G, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-3041784		
37	Grace Hotel Services Corporation 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	13-3584911		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no
	Common parent corporation:							
	Subsidiary corporations:							
32	HOLDING COMPANY	551112	X		1,000	100.00 %	%	59
33	Inactive		X		5,150	100.00 %	%	59
34	Holding Company	551112	X		900	100.00 %	%	59
35	HOLDING COMPANY	551112	X		1,000	100.00 %	%	32
36	Holding Company	551112	X		1,000	100.00 %	%	32
37	Inactive		X		1,000	100.00 %	%	59

JSA For Paperwork Reduction Act Notice, see instructions.
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Form **851** (Rev. 9-2000)

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Form 851
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**Name of common parent corporation **W.R. Grace & Co.**

Employer identification number

(fka) Grace Speciality Chemicals, Inc**65-0773649**

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL**33487****Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)**

Corp No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
38	Grace International Holdings, Inc. 5400 Broken Sound Boulevard NW, Suite 300 Boca Raton, FL 33487	65-0609540		
39	y - Grace Europe, Inc. and Divisions 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-2671485		
40	Litigation Management Inc., 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0537976		
41	Grace Management Services 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0391048		
42	Grace Offshore Company Boca Raton, FL 33487	72-0502652		
43	Grace Par Corporation 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	22-2234175		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
	Common parent corporation:							
	Subsidiary corporations:							
38	Holding Company	551112	X		1,000	100.00 %	%	59
39	MANAGEMENT SERVICES	541600	X		1,000	100.00 %	%	59
40	Holding Company	551112	X		1,000	100.00 %	%	59
41	HOLDING COMPANY	551112	X		1,000	100.00 %	%	59
42		551112	X		2,336	100.00 %	%	32
43	Holding Company	551112	X		1,000	100.00 %	%	59

Form 851 (Rev. September 2000) Department of the Treasury Internal Revenue Service	Affiliations Schedule ▶ File with each consolidated income tax return Tax year ending 12/31/2000	OMB No 1545-0025
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Name of common parent corporation **W.R. Grace & Co.**
(fka) Grace Speciality Chemicals, Inc Employer identification number **65-0773649**

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL 33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
44	Grace Petroleum Libya, Inc 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-6112816		
45	Grace Receivables Purchasing, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	58-2430942		
46	Grace Tarpon Investors, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0344213		
47	Grace Ventures Corp. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-3102623		
48	Grace Washington, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	22-2941320		
49	Gracoal II, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	34-1103784		
Totals (Must equal amounts shown on the consolidated tax return.) ▶				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No.	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
	Common parent corporation:							
	Subsidiary corporations:							
44	Inactive			X	10	100.00 %	%	59
45	Receivables			X	1,000	100.00 %	%	59
46	Holding Company	551112		X	1,000	100.00 %	%	59
47	Inactive			X	1,000	100.00 %	%	59
48	GOV'T RELATIONS	541990		X	1,000	100.00 %	%	59
49	HOLDING COMPANY	551112		X	1,000	100.00 %	%	32

Form 851 (Rev. September 2000) Department of the Treasury Internal Revenue Service	Affiliations Schedule ▶ File with each consolidated income tax return Tax year ending 12/31/2000	OMB No 1545-0025
Name of common parent corporation W.R. Grace & Co. (fka) Grace Speciality Chemicals, Inc		Employer identification number 65-0773649

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL**33487****Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)**

Corp No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
50	Gracoal, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	75-1511800		
51	Guanica-Caribe Land Development Corp. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0504444		
52	Hanover Square Corporation 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33431	13-6112817		
53	Homco International, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	74-1614655		
54	Ichiban Chemicals Co., Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	65-0773652		
55	LB Realty, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0378942		
Totals (Must equal amounts shown on the consolidated tax return.) ▶				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp. No.	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no
	Common parent corporation:							
	Subsidiary corporations:							
50	HOLDING COMPANY	551112	X		100	100.00 %	%	32
51	Inactive		X		1,000	100.00 %	%	59
52	NOMINEE		X		10	100.00 %	%	59
53	Inactive		X		303	100.00 %	%	32
54	Inactive		X		1,000	100.00 %	%	59
55	HOLDING COMPANY	551112	X		2,000	100.00 %	%	59.63!

Form 851 (Rev. September 2000) Department of the Treasury Internal Revenue Service	Affiliations Schedule ▶ File with each consolidated income tax return Tax year ending 12/31/2000	OMB No 1545-0025
Name of common parent corporation W.R. Grace & Co. (fka) Grace Speciality Chemicals, Inc		Employer identification number 65-0773649

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL

33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
56	Monolith Enterprises, Inc. 5400 Broken Sound Blvd. NW, STE, 300 Boca Raton, FL 33487	52-0913918		
57	Monroe Street, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0351861		
58	Southern Oil, Resin, and Fiberglass, Inc. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	59-0967853		
59	W.R. Grace & Co., - Conn., & Divisions 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-5114230		
60	MRA Holdings Corp. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0546677		
61	W.R. Grace Capital Corp. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	13-2934061		
Totals (Must equal amounts shown on the consolidated tax return.) ▶				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no
	Common parent corporation:							
	Subsidiary corporations:							
56	Inactive			X	2,605,000	100.00 %	%	59
57	Inactive			X	1,000	100.00 %	%	59
58	Fiberglass	325200		X	50	100.00 %	%	59
59	Chem, Cons Prod. etc	325100		X	84,500,000	100.00 %	%	1
60	Holding Company	551112		X	120	100.00 %	%	38
61	REAL ESTATE	531310		X	50	100.00 %	%	62

Form **851**
(Rev. September 2000)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return

OMB No 1545-0025

Tax year ending **12/31/2000**

Name of common parent corporation **W.R. Grace & Co.**

(fka) Grace Speciality Chemicals, Inc

Employer identification number
65-0773649

Number, street, and room or suite no. (If a P.O. box, see instructions.)

5400 Broken Sound Blvd. NW, Suite 300

City or town, state, and ZIP code

Boca Raton, FL

33487

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (See instructions.)

Corp No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
	Common parent corporation			
	Subsidiary corporations:			
62	W.R. Grace Land Corp. 5400 Broken Sound Blvd. NW, Ste. 300 Boca Raton, FL 33487	13-2677646		
63	Water Street Corporation 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	13-6152056		
64	MRA Intermedco, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0180823		
65	Grace Collections, Inc. 5400 Broken Sound Blvd. NW, Suite 300 Boca Raton, FL 33487	65-0419649		
Totals (Must equal amounts shown on the consolidated tax return.) ►				

Part II Principal Business Activity, Voting Stock Information, Etc. (See instructions.)

Corp No	Principal business activity (PBA)	PBA Code No	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
	Common parent corporation:							
	Subsidiary corporations:							
62	Real Estate	531390	X		50	100.00 %	%	59
63	Holding Company	551112	X		10	100.00 %	%	59
64	Holding Company	551112	X		12,999	100.00 %	%	60
65	Collect Sles Receipt	522190	X		1,000	100.00 %	%	59
						%	%	
						%	%	

Form 851 (Rev. 9-2000)

Page **2****Part III** Changes in Stock Holdings During the Tax Year

Corp. No	Name of corporation	Shareholder of Corporation No	Date of transaction	(a) Changes		(b) Shares held after changes described in column (a)	
				Number of shares acquired	Number of shares disposed of	Percent of voting power	Percent of value
23	GN Holdings, Inc.	38	02/25/2000	6		100.00 %	%
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%

- (c) If any disposition listed above caused a deconsolidation of a group member, did the basis of any shares retained by the group exceed the value of those shares immediately before the deconsolidation? ☐ Yes ☒ No

If "Yes," see Regulations section 1.1502-20(b) regarding basis adjustment requirements.

- (d) Is the group claiming that a loss recognized on the disposition of the stock of a group member is allowed under Regulations section 1.1502-20(c)? ☐ Yes ☒ No

If "Yes," attach a statement entitled "ALLOWED LOSS UNDER SECTION 1.1502-20(c)" that contains the information required by Regulations section 1.1502-20(c)(3).

- (e) If the equitable owners of any capital stock shown above were other than the holders of record, provide details of the changes.

- (f) If additional stock was issued, or if any stock was retired during the year, list the dates and amounts of these transactions.

Form **851** (Rev. 9-2000)

JSA

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Form 851 (Rev. 9-2000)

Page 3

Part IV Additional Stock Information (See instructions.)**1** During the tax year, did the corporation have more than one class of stock outstanding?

Corp. No.	Name of corporation	Answer to question 1		If "Yes" to question 1, list and describe each class of stock.
		Yes	No	

2 During the tax year, was there (a) any member of the consolidated group that reaffiliated within 60 months of disaffiliation or (b) any member of the affiliated group that was deconsolidated under Rev. Proc. 91-11, 1991-1 C.B. 470 (as modified and clarified by Rev. Proc. 91-39, 1991-2 C.B. 694), Rev. Proc. 95-11, 1995-1 C.B. 505, or Rev. Proc. 95-39, 1995-2 C.B. 399?

Corp. No.	Name of corporation	Answer to question 2		If "Yes" to (a) or (b) of question 2, list the member(s) and explain the circumstances.
		Yes	No	

3 During the tax year, was there any arrangement in existence by which one or more persons that were not members of the affiliated group could acquire any stock, or acquire any voting power without acquiring stock, in the corporation, other than a de minimis amount, from the corporation or another member of the affiliated group?

Corp. No.	Name of corporation	Answer to question 3		Item 3a	Item 3b	Item 3c
		Yes	No			

Corp. No. Item 3d - Provide a description of any arrangement.

Sign Here

Under penalties of perjury, I declare that I have examined this form, including accompanying statements, and to the best of my knowledge and belief, it is true, correct, and complete for the tax year as stated.

Signature of officer *Elyse Kessler Feller*Date *9/15/01*Title *VICE PRESIDENT*

Form 851 (Rev. 9-2000)

Form **926**
(Rev. October 1998)
Department of the Treasury
Internal Revenue Service

**Return by a U.S. Transferor of Property
to a Foreign Corporation
(under section 367)**

OMB No. 1545-0026

Part I U.S. Transferor Information (see instructions)

Name of transferor	Identification number (see instructions)
W. R. GRACE & CO., -CONN.	13-5114230
Number, street, and room or suite no. (If a P.O. box, see instructions.)	
7500 GRACE DRIVE	
City or town, state, and ZIP code	
COLUMBIA, MD 21044	

1 The following questions apply only if the transferor is a corporation:

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☒ Yes ☐ No
- If not, list the controlling shareholder(s) and their identification number(s):

Controlling shareholder	Identification number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☒ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation
W. R. GRACE & CO.	65-0773649

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)	4 Identification number, if any
W. R. GRACE ARGENTINA, S.A.	
5 Address (including country)	
PRIMERA JUNTA 570, QUILMES (PROV. BUENOS AIRES) ARGENTINA	
6 Place of organization or creation	7 Foreign law characterization (see instructions)
BUENOS AIRES, REPUBLIC OF ARGENTINA	
8 Is the transferee foreign corporation a controlled foreign corporation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 10-98)

Form 926 (Rev. 10-98)

Page **2****Part III** Information Regarding Transfer of Property (see instructions)

9 Date of transfer DECEMBER 2000	10 Type of nonrecognition transaction (see instructions)
--	--

11 Description of property transferred:
SEE ATTACHED

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? ☐ Yes ☒ No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred pursuant to the transaction? ☐ Yes ☒ No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer:

**Please
Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature *Elyn Kopsch Felix*

Date 9/15/01

Title VICE PRESIDENT

**Paid
Preparer's
Use Only**

Preparer's
signature

Date

Check if
self-
employed ☐

Preparer's social security no.

Firm's name (or yours
if self-employed)
and address

EIN

ZIP code

Statement Pursuant to Treasury Regulation § 1.351-3(a)

for

W. R. Grace & Co. - Conn.

By

W. R. Grace & Co.

For the Year Ended December 31, 2000

EIN 65-0773649

The following statement is submitted by W. R. Grace & Co. (the "Taxpayer") on behalf of its wholly-owned affiliate, W. R. Grace & Co.-Conn. ("Grace-Conn."), with respect to Grace-Conn.'s transfer in December, 2000 of \$350,000 to W. R. Grace Argentina S.A.

(1) Description of Property Transferred.

In December, 2000 Grace-Conn. transferred \$350,000 to W. R. Grace Argentina S.A.

(2) Description of Controlled Corporation Stock Received in the Exchange.

At the time of the transfer, Grace-Conn. owned 100 percent of the total voting power and value of W. R. Grace Argentina S.A. The transfer was made as a contribution to the capital surplus of W. R. Grace Argentina S.A. W. R. Grace Argentina S.A. issued no shares pursuant to the transfer.

(i) Description of Preferences.

Although W. R. Grace Argentina S.A. did not issue any shares pursuant to the transfer, W. R. Grace Argentina S.A. has only one class of stock outstanding, of which Grace-Conn. owned 100%.

(ii) Number of Shares of Each Class Received.

W. R. Grace Argentina S.A. issued no shares pursuant to the transfer.

(iii) Fair Market Value Per Share of Each Class at the Date of the Exchange.

N/A

(3) Description of Controlled Corporation Securities Received in the Exchange

W. R. Grace Argentina S.A. did not issue any securities in the exchange.

(4) Money Received.

Grace-Conn. did not receive any money in the exchange.

(5) Other Property Received.

Grace-Conn. did not receive any other property in the exchange.

(6) Liabilities Assumed by the Controlled Corporation.

W. R. Grace Argentina S.A. did not assume any liabilities in the exchange.

Statement Pursuant to Treasury Regulation § 1.351-3(a)

for

W. R. Grace & Co. - Conn.

By

W. R. Grace & Co.

For the Year Ended December 31, 2000

EIN 65-0773649

The following statement is submitted by W. R. Grace & Co. (the "Taxpayer") on behalf of its wholly-owned affiliate, W. R. Grace & Co.-Conn. ("Grace-Conn."), with respect to Grace-Conn.'s transfer in December, 2000 of \$350,000 to W. R. Grace Argentina S.A.

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